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UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA

IN RE RINO INTERNATIONAL ) Lead Case No. 2:10-cv-02209-MMD-GWF  
CORPORATION DERIVATIVE ) (Consolidated with case no. 2:10-cv-02244-  
LITIGATION ) KJD-DWF)

This Document Relates To:

ALL ACTIONS

**PLAINTIFFS' UNOPPOSED MOTION FOR PRELIMINARY APPROVAL OF  
DERIVATIVE SETTLEMENT**

Pursuant to Federal Rule of Civil Procedure 23.1(c), and upon the Stipulation and Agreement of Settlement (the "Stipulation") dated November 28, 2012, attached as Exhibit 1<sup>1</sup> to the Memorandum and Points of Authorities in Support of Plaintiffs' Unopposed Motion for Preliminary Approval of Derivative Settlement filed concurrently herewith, plaintiffs Andrew Nguyen and Robert Binnewies (collectively, "Nevada Federal Plaintiffs"), derivatively on behalf

<sup>1</sup> Terms not defined herein shall have the meanings ascribed to them in the Stipulation.

of RINO International Corporation (“RINO” or the “Company”) respectfully move this Court for entry of an Order in the form attached as Exhibit C to the Stipulation (the parties proposed “Preliminary Approval Order”):

1. Granting preliminary approval of the proposed Settlement on the terms set forth in the Stipulation;
2. Approving the proposed substance and form of the Notice, attached as Exhibit B to the Stipulation;
3. Preliminarily approving Plaintiffs’ Counsel’s unopposed Fee Award; and
4. Scheduling a Settlement Hearing date.

The proposed Preliminary Approval Order includes blanks for the date and time of the Settlement Hearing, which the Court must complete in order to properly effectuate the Settlement. In this regard, Nevada Federal Plaintiffs request the following schedule, if the Court preliminarily approves the Settlement:

Event	Time for Compliance
Deadline for publishing the Notice once in <i>Investor’s Business Daily</i>	Not later than ten (10) business days following the entry of the Preliminary Approval Order
Deadline for filing of papers in support of the final approval of Settlement	At least twenty-eight (28) calendar days prior to the Settlement Hearing
Deadline that any objections to the Settlement must be filed with the Court	At least fourteen (14) calendar days prior to the Settlement Hearing
Deadline for filing of any response to objections, if any, by Current RINO Shareholders	At least seven (7) calendar days prior to the Settlement Hearing
Settlement Hearing date	Fifty-five (55) calendar days after entry of the Preliminary Approval Order, or later at the Court’s convenience

Many of the dates for the events set forth above are tied either to the entry of the proposed Preliminary Approval Order or to the Settlement Hearing date, which Nevada Federal Plaintiffs respectfully request to be scheduled approximately fifty-five (55) days after the entry of the Preliminary Approval Order, or at a later date at the Court's convenience. If this schedule is not convenient for the Court, Nevada Federal Plaintiffs request that the Court utilize similar time intervals for the events in completing the proposed Preliminary Approval Order.

For the reasons set forth in the Stipulation and the accompanying Memorandum and Points of Authorities in Support, Nevada Federal Plaintiffs respectfully request that the Court find that the proposed Settlement merits preliminary approval.

Dated: November 29, 2012

**ALDRICH LAW FIRM, LTD.**

s/ John P. Aldrich

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